



DONELAN CLEARY
WOOD & MASER, P.C.

RECORDATION NO.

FILED

MAY 28 '99

11-40AM

May 28, 1999

Recordation Nos. 22124-B and 22124-C

Dear Mr. Williams:

On behalf of The Detroit Edison 1999 Railcar Trust, a Delaware business trust, I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of two related secondary documents, not previously recorded.

The document to be recorded under Recordation No. 22124-B is entitled Lease Supplement No. 1, dated as of May 28, 1999, ("Supplement"), and is a supplement to the Memorandum of Lease ("Lease") recorded under Recordation No. 22124 whereby 250 BethGon Coalporter cars identified in Exhibit A thereof (copy attached) are added to the Lease.

The parties to the above-mentioned Supplement are:

The Detroit Edison 1999 Railcar Trust - Lessor
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

The Detroit Edison Company - Lessee
2000 2nd Avenue
Detroit, MI 48226-1279

The document to be recorded under Recordation No. 22124-C is entitled Assignment of Lease Supplement No. 1, dated as of May 28, 1999 ("Assignment") and is an assignment of a security interest in the rail cars identified in Exhibit A to the above-mentioned Supplement and the rents and other proceeds therefrom by the Lessor/Assignor to the Assignee.

The parties to the above-mentioned Assignment are:

The Detroit Edison 1999 Railcar Trust - Lessor/ASSIGNOR
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

Chase Manhattan Trust Company, -
National Association
Suite 220
250 West Huron Road
Cleveland, OH 44113

ASSIGNEE

Please index separately the name of the above-mentioned Assignee, in the STB
"Vendee/Assignee" Index Book (white pages)" as follows:

Index under Chase Manhattan Trust Company, National Association, saying, "See
Recordation No. 22124-C."

The units of equipment covered by the two enclosed documents are as mentioned above,
namely 250 BethGon Coalporter cars (aluminum rotary dump cars) as listed in Exhibit A.

A short summary to be put in the STB Index Book as to the Supplement is as follows:

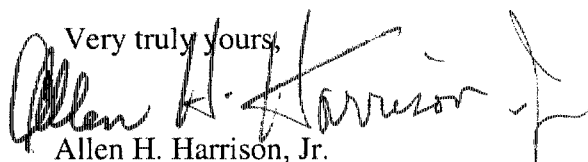
"Covers lease of 250 BethGon Coalporter cars in Exhibit A, DEEX 990000-
990249."

A short summary to be put in the STB Index Book as to the Assignment, recorded under
Recordation No. 22124-C, is as follows:

"Assignment of security interest in units in Exhibit A of Lease Supplement No. 1 and
rents and proceeds therefrom."

Enclosed is a check in the amount of fifty-two dollars (\$52) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterpart(s) of the
documents not required for filing purposes, together with the letter/fee receipt from the STB
acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.

*Attorney for The Detroit Edison 1999 Railcar Trust
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Enclosures

BY HAND

8384-020

MAY 28 '99

11-40AM

LEASE SUPPLEMENT NO. 1

THIS LEASE SUPPLEMENT NO. 1 (this "Lease Supplement") dated as of May 28, 1999 between THE DETROIT EDISON 1999 RAILCAR TRUST, a Delaware business trust (the "Lessor"), and THE DETROIT EDISON COMPANY, a Michigan corporation, as lessee (the "Lessee").

WHEREAS, the Lessor is the owner of the Equipment described on Schedule I hereto (the "Leased Equipment") and wishes to lease the same to the Lessee;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Definitions; Rules of Usage. For purposes of this Lease Supplement, capitalized terms used herein and not otherwise herein shall have the meanings assigned to them in Annex A to the Participation Agreement dated as of April 27, 1999, among the Lessee, the Lessor, the Indenture Trustee and the Trust Company, as it may be amended, supplemented or otherwise modified from time to time.
2. The Equipment. Attached hereto as Schedule I is the description of the Leased Equipment. Effective upon the execution and delivery of this Lease Supplement by the Lessor and the Lessee, the Leased Equipment shall be subject to the terms and provisions of the Lease dated as of April 27, 1999 between The Detroit Edison 1999 Railcar Trust, as Lessor, and The Detroit Edison Company, as Lessee, with respect to which a Memorandum of Lease dated as of April 27, 1999 was recorded on April 27, 1999 in the Surface Transportation Board under Recordation No. 22124 and with the Registrar General of Canada on April 27, 1999.
3. Ratification. Except as specifically modified hereby, the terms and provisions of this Lease are hereby ratified and confirmed and remain in full force and effect.
4. Original Lease Supplement. The single executed original of this Lease Supplement marked "THIS COUNTERPART IS THE ORIGINAL EXECUTED COUNTERPART" on the signature page thereof and containing the receipt of the Lessor therefor on or following the signature page thereof shall be the Original Executed Counterpart of this Lease Supplement (the "Original Executed Counterpart"). To the extent that this Lease Supplement constitutes chattel paper, as such term is defined in the Uniform Commercial Code as in effect in any applicable jurisdiction, no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart other than the Original Executed Counterpart.
5. GOVERNING LAW. THIS LEASE HAS BEEN DELIVERED IN, AND SHALL IN ALL RESPECTS BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK APPLICABLE TO AGREEMENTS MADE AND TO BE PERFORMED ENTIRELY WITHIN SUCH STATE.

6. Counterpart Execution. This Lease Supplement may be executed in any number of counterparts and by each of the parties hereto in separate counterparts, all such counterparts together constituting but one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Lease Supplement No. 1 be duly executed and delivered as of the date first above written.

THE DETROIT EDISON COMPANY

By: 

Name: Leslie L. Loomans

Title: V.P. & Treasurer

THE DETROIT EDISON 1999 RAILCAR TRUST

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee under The Detroit Edison 1999 Railcar Trust Agreement dated as of April 27, 1999

By: _____

Name: _____

Title: _____

6. Counterpart Execution. This Lease Supplement may be executed in any number of counterparts and by each of the parties hereto in separate counterparts, all such counterparts together constituting but one and the same instrument.


IN WITNESS WHEREOF, the parties have caused this Lease Supplement No. 1 be duly executed and delivered as of the date first above written.

THE DETROIT EDISON COMPANY

By: _____
Name:
Title:

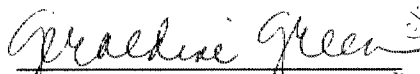
THE DETROIT EDISON 1999 RAILCAR TRUST

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee under The Detroit Edison 1999 Railcar Trust Agreement dated as of April 27, 1999

By:  _____
Name: **Donald G. MacKelcan**
Title: **Vice President**

STATE OF MICHIGAN)
) SS
COUNTY OF WAYNE)

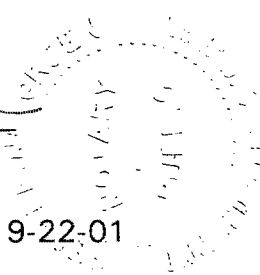
On this, the 25th day of May, 1999, before me, a Notary Public in and for said County and State, personally appeared L. L. Loomans who acknowledged himself to be the Vice President and Treasurer of THE DETROIT EDISON COMPANY and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.



Name: Geraldine Green

Notary Public

My Commission Expires: 9-22-01



STATE OF Delaware)COUNTY OF New Castle) :

Donald G. MacKelcan

On this 25th day of May, 1999 before me personally came _____ to me known, who, being by me duly sworn, did depose and say that he is VICE PRESIDENT of WILMINGTON TRUST COMPANY, one of the corporations which executed the foregoing instrument; that he signed his name thereto by authority of the Board of Directors of said corporation.

[Notarial Seal]

Kathleen A. Pedelini
 KATHLEEN A. PEDELINI
 NOTARY PUBLIC-DELAWARE
 My Commission Expires Oct. 31, 2002

STATE OF _____)

COUNTY OF _____) :

On this _____ day of May, 1999 before me personally came _____ to me known, who, being by me duly sworn, did depose and say that he is _____ of THE DETROIT EDISON COMPANY, one of the corporations which executed the foregoing instrument; that he signed his name thereto by authority of the Board of Directors of said corporation.

[Notarial Seal]

Schedule I

Description	Supplier	Model	Car Numbers	Quantity
Aluminum Rotary Dump Railcars	Johnstown America	Beth Gon Coalporter	DEEX 990000-990249 inclusive	250